

**CORPORATE ACCESS NUMBER: 2015454859**

**Alberta**

**BUSINESS CORPORATIONS ACT**

**CERTIFICATE  
OF  
AMALGAMATION**

**CEQUENCE ENERGY LTD.  
IS THE RESULT OF AN AMALGAMATION FILED ON 2010/07/01.**



# **Amalgamate Alberta Corporation - Registration Statement**

**Alberta Registration Date: 2010/07/01**

**Corporate Access Number: 2015454859**

**Service Request Number:** 14935721  
**Alberta Corporation Type:** Named Alberta Corporation  
**Legal Entity Name:** CEQUENCE ENERGY LTD.  
**French Equivalent Name:**  
**Nuans Number:**  
**Nuans Date:**  
**French Nuans Number:**  
**French Nuans Date:**

## **REGISTERED ADDRESS**

**Street:** 3700, 400 - 3RD AVENUE S.W.  
**Legal Description:**  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2P 4H2

## **RECORDS ADDRESS**

**Street:** 3700, 400 - 3RD AVENUE S.W.  
**Legal Description:**  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2P 4H2

## **ADDRESS FOR SERVICE BY MAIL**

**Post Office Box:**  
**City:**  
**Province:**  
**Postal Code:**  
**Internet Mail ID:**

**Share Structure:** REFER TO THE MOST RECENT "SHARE STRUCTURE"  
ATTACHMENT.

**Share Transfers  
Restrictions:** NIL.

**Number of Directors:**

**Min Number Of Directors:** 2

**Max Number Of Directors:** 10

**Business Restricted To:** THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.

**Business Restricted From:** THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.

**Other Provisions:** REFER TO "OTHER RULES OR PROVISIONS" ATTACHMENT.

**Professional Endorsement Provided:**

**Future Dating Required:**

**Registration Date:** 2010/07/01

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### Director

**Last Name:** PERRY

**First Name:** BRENT

**Middle Name:**

**Street/Box Number:** 702, 2303 - 4TH STREET S.W.

**City:** CALGARY

**Province:** ALBERTA

**Postal Code:** T2S 2S7

**Country:**

**Resident Canadian:** Y

**Named On Stat Dec:**

**Last Name:** ARCHIBALD

**First Name:** DONALD

**Middle Name:**

**Street/Box Number:** 937 CRESCENT ROAD N.W.

**City:** CALGARY

**Province:** ALBERTA

**Postal Code:** T2M 0A8

**Country:**

**Resident Canadian:** Y

**Named On Stat Dec:**

**Last Name:** BANNISTER

**First Name:** PETER

**Middle Name:**

**Street/Box Number:** 91 SCENIC PARK CRESCENT S.W.

**City:** CALGARY

**Province:** ALBERTA  
**Postal Code:** T3L 1R9  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** COLBORNE  
**First Name:** PAUL  
**Middle Name:**  
**Street/Box Number:** 64 ROBINSON ROAD  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T3Z 3K6  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** CRONE  
**First Name:** HOWARD  
**Middle Name:**  
**Street/Box Number:** 5623 LADBROOKE PLACE S.W.  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T3E 5Y3  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:** Y

**Last Name:** THOMPSON  
**First Name:** RICHARD  
**Middle Name:** DAVID  
**Street/Box Number:** 303 LYNX RIDGE ROAD N.W.  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T3L 2M4  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** DAFOE  
**First Name:** DOUGLAS  
**Middle Name:** A.

**Street/Box Number:** 800, 521 - 3RD AVENUE S.W.  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2P 3T3  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

**Last Name:** MELE  
**First Name:** FRANCESCO  
**Middle Name:**  
**Street/Box Number:** 200, 116 - 8TH AVENUE S.E.  
**City:** CALGARY  
**Province:** ALBERTA  
**Postal Code:** T2G 0K6  
**Country:**  
**Resident Canadian:** Y  
**Named On Stat Dec:**

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**Amalgamating Corporation**

<b>Corporate Access Number</b>	<b>Legal Entity Name</b>
2012190308	PELTON EXPLORATION CORP.
2013706797	CEQUENCE ENERGY LTD.

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**Attachment**

<b>Attachment Type</b>	<b>Microfilm Bar Code</b>	<b>Date Recorded</b>
Statutory Declaration	10000607103891255	2010/07/01
Share Structure	ELECTRONIC	2010/07/01
Other Rules or Provisions	ELECTRONIC	2010/07/01

**Registration Authorized By:** KIRK A. LITVENENKO  
SOLICITOR

**Articles of Amalgamation  
For  
CEQUENCE ENERGY LTD.**

<b>Share Structure:</b>	REFER TO THE MOST RECENT "SHARE STRUCTURE" ATTACHMENT.
<b>Share Transfers Restrictions:</b>	NIL.
<b>Number of Directors:</b>	
<b>Min Number of Directors:</b>	2
<b>Max Number of Directors:</b>	10
<b>Business Restricted To:</b>	THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.
<b>Business Restricted From:</b>	THERE SHALL BE NO RESTRICTIONS ON THE BUSINESS THAT THE CORPORATION MAY CARRY ON.
<b>Other Provisions:</b>	REFER TO "OTHER RULES OR PROVISIONS" ATTACHMENT.

**Registration Authorized By: KIRK A. LITVENENKO  
SOLICITOR**

SHARE STRUCTURE  
ATTACHED TO AND FORMING PART OF  
THE ARTICLES OF  
CEQUENCE ENERGY LTD. (the "Corporation")

THE CLASSES OF SHARE AND ANY MAXIMUM  
NUMBER OF SHARES THAT THE CORPORATION IS  
AUTHORIZED TO ISSUE ARE:

1. An unlimited number of Common Shares which shall have the following rights, privileges, restrictions and conditions:

a) Voting

Each Common Share shall entitle the holder thereof to one (1) vote at all meetings of the shareholder of the Corporation (except meeting at which only holders of another specified class of shares are entitled to vote pursuant to the provisions hereof or pursuant to the provisions of the Business Corporations Act (Alberta));

(b) Dividends

Each Common Share shall entitle the holder thereof to receive dividends as and when declared by the board of directors out of the moneys of the Corporation properly applicable to the payment of dividends; provided, however, that the Corporation shall not pay any dividends on the Common Shares or the Non-Voting Shares in the capital of the Corporation unless, at the same time and as the case may be, the Corporation declares and pays dividends on the Non-Voting Shares or Common Shares in a proportionate amount.

(c) Liquidation

In the event of the liquidation, dissolution or wind-up of the Corporation, whether voluntary or involuntary, or other distribution of assets of the Corporation among shareholders for the purposes of winding up its affairs, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares ranking prior to the Common Shares and on a pari passu basis together with the holders of the Non-Voting Shares, the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation.

2. An unlimited number of Non-Voting Common Shares which shall have the following rights, privileges, restrictions and conditions:

(a) The holders of Non-Voting Common Shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation (other than meetings of a class or series of shares of the Corporation other than the Non-Voting Common Shares as such) provided that, except as required by the Business Corporations Act (Alberta), the holders of the Non-Voting Common Shares shall not be entitled to vote at any meeting of the shareholders of the Corporation. The holders of the Non-Voting Common Shares

shall be entitled to receive all informational documents and other communications:

(i) required to be sent to the holders of Common Shares by applicable law or by any stock exchange on which the shares of the Corporation are listed; and

(ii) voluntarily sent by the Corporation to the holders of Common Shares in connection with any meeting of shareholders.

b) The holders of Non-Voting Common Shares shall be entitled to receive, if, as and when declared by the Board of Directors of the Corporation, such dividends as may be declared thereon by the Board of Directors from time to time, provided that no dividends may be declared in respect, distribution (including, without limitation, cash, securities or other property or assets of any kind whatsoever and whether as a return of capital or otherwise) made in respect, or any other benefit conferred upon the holders of, Common Shares unless concurrently therewith the same dividend is declared in respect, distribution made in respect, or the same benefit is conferred upon the holders, respectively, of Non-Voting Common Shares on a per share basis.

(c) The holders of Non-Voting Common Shares shall be entitled, in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs to share rateably, together with the holders of Common Shares and of shares of any other class of shares of the Corporation ranking equally with the Non-Voting Common Shares in respect of return of capital on dissolution, in such assets of the Corporation as are available for distribution.

(d) Neither the Common Shares nor the Non-Voting Common Shares shall be subdivided, consolidated, reclassified or otherwise changed unless concurrently therewith, the shares of the other of such classes are subdivided, consolidated, reclassified or otherwise changed in the same proportion and in the same manner.

(e) The rights privileges, restrictions and conditions attaching to the Non-Voting Common Shares as a class may be added to, changed or removed but only with approval of the holders of Non-Voting Common Shares given as herein specified.

(f) The right, privileges, restrictions and conditions attached to the Non-Voting Common Shares as a class as provided herein and as may be provided from time to time may be repealed, altered, modified, amended or amplified or otherwise varied only with the sanction of the holders of the Non-Voting Common Shares given in such a matter as may then be required by law, subject to a minimum requirement that such approval be given by resolution passed by the affirmative vote of at least two-thirds of the votes cast at a meeting of holders of Non-Voting Common Shares duly



called for such purpose and held upon at least 21 days notice at which a quorum is present comprising at least two persons present holding or representing by proxy at least 20% percent of the outstanding Non-Voting Common Shares. If any such quorum is not present within half an hour after the time appointed for the meeting, then the meeting shall be adjourned to a date being not less than 15 days later and at such time and place as may be appointed by the chairman and at such meeting a quorum will consist of that number of shareholders present in person or proxy. The formalities to be observed with respect to the giving of notice of any such meeting or adjourned meeting and the conduct thereof shall be those which may from time to time be prescribed in the by-laws of the Corporation with respect to meetings of shareholders. On every vote taken at every such meeting or adjourned meeting each holder of a Non-Voting Common Share shall be entitled to one vote in respect of each Non-Voting Common Share held.

OTHER RULES OR PROVISIONS  
ATTACHED TO AND FORMING PART OF  
THE ARTICLES OF  
CEQUENCE ENERGY LTD. (the "Corporation")

The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting, but the number of additional directors shall not at any time exceed one-third (1/3) of the number of directors who held office at the expiration of the last annual meeting of the Corporation.